

HEALTH QUARTERLY STATEMENT

AS OF JUNE, 2002

OF THE CONDITION AND AFFAIRS OF THE

ProCare Health Plan

NAIC Group Code		NAIC Company Code	11081	Employer's ID Number	38-3295207
	(Current Period)		(Prior Period)		
Organized under the Laws of	Michigan	State of Domicile or Port of Entry	MI		
Country of Domicile	US				
Licensed as business type:	Life, Accident & Health[] Dental Service Corporation[] Other[]	Property/Casualty[] Vision Service Corporation[] Is HMO Federally Qualified? Yes[] No[X]		Hospital, Medical & Dental Service or Indemnity[] Health Maintenance Organization[X]	
Date Incorporated or Organized	09/29/1995	Date Commenced Business	12/19/2000		
Statutory Home Office	3956 Mt Elliott St (Street and Number)	Detroit, MI 48207 (City, or Town, State and Zip Code)			
Main Administrative Office		3956 Mt Elliott (Street and Number)			
	Detroit, MI 48207 (City or Town, State and Zip Code)		(313)925-4607- (Area Code) (Telephone Number)		
Mail Address	3956 Mt. Elliott (Street and Number or P.O. Box)	Detroit, MI 48207 (City, or Town, State and Zip Code)			
Primary Location of Books and Records		3956 Mt. Elliott (Street and Number)			
	Detroit, MI 48207 (City, or Town, State and Zip Code)		(313)925-4607- (Area Code) (Telephone Number)		
Internet Website Address	www.kolejames@aol.com				
Statutory Statement Contact	Yvonne D. Whitley (Name)		(313)925-4607- (Area Code)(Telephone Number)(Extension)		
	(E-Mail Address)		(313)925-0322- (Fax Number)		
Policyowner Relations Contact					
		(Street and Number)			
	(City, or Town, State and Zip Code)		(Area Code) (Telephone Number)(Extension)		

OFFICERS

President	Augustine Kole-James MD
Secretary	Robin Cole RNC,MBA
Treasurer	Harold Montgomery CPA

VICE PRESIDENTS

Robin Cole, RNC,MBA

DIRECTORS OR TRUSTEES

Augustine Kole-James, M.D. Chairman	Anthony Adeleye, M.D Vice Chairman
Robin Cole, RNC,MBA Vice President/Secretary	Harold Montgomery, CPA Treasurer
Catherine Riley Public Member	Elizabeth Williams Public Member

State of	Michigan
County of	Wayne ss

The officers of this reporting entity, being duly sworn, each depose and say that they are the described officers of the said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manuals except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively.

(Signature) Augustine Kole-James (Printed Name) President	(Signature) Harold Montgomery (Printed Name) Treasurer	(Signature) Anthony Adeleye (Printed Name) Medical Director
Subscribed and sworn to before me this day of , 2002	a. Is this an original filing? b. If no, 1. State the amendment number 2. Date filed 3. Number of pages attached	Yes[X] No[] 08/15/2002
(Notary Public Signature)		

ASSETS

		Current Period			Prior Year
		1	2	3	4
		Assets	Nonadmitted Assets	Net Admitted Assets	Net Admitted Assets
1.	Bonds				
2.	Stocks:				
2.1	Preferred stocks				
2.2	Common stocks	475,631		475,631	497,001
3.	Mortgage loans on real estate:				
3.1	First liens				
3.2	Other than first liens				
4.	Real estate (Schedule A):				
4.1	Properties occupied by the company (less \$..... encumbrances)			(a).....	
4.2	Properties held for the production of income (less \$..... encumbrances)	705,073		705,073	710,581
4.3	Properties held for sale (less \$..... encumbrances)				
5.	Cash (\$.....117,530) and short-term investments (\$.....)	117,530		117,530	206,614
6.	Other long-term invested assets				
7.	Receivable for securities				
8.	Aggregate write-ins for invested assets				
9.	Subtotal cash and invested assets (Lines 1 to 8)	1,298,234		1,298,234	1,414,196
10.	Accident and health premiums due and unpaid				
11.	Health care receivables	193,500	193,500		
12.	Amounts recoverable from reinsurers				
13.	Net adjustment in assets and liabilities due to foreign exchange rates				
14.	Investment income due and accrued				
15.	Amounts due from parent, subsidiaries and affiliates				
16.	Amounts receivable relating to uninsured accident and health plans				
17.	Furniture and equipment	322	322		
18.	Amounts due from agents				
19.	Federal and foreign income tax recoverable and interest thereon (including \$..... net deferred tax asset)	277,763	277,763		277,763
20.	Electronic data processing equipment and software	13,212		13,212	19,030
21.	Other nonadmitted assets	27,115	27,115		
22.	Aggregate write-ins for other than invested assets	19,515	2,000	17,515	7,700
23.	Total assets (Lines 9 plus 10 through 22)	1,829,661	500,700	1,328,961	1,718,689
DETAILS OF WRITE-INS					
0801.	.....			
0802.	.....			
0803.	.....			
0898.	Summary of remaining write-ins for Line 8 from overflow page				
0899.	TOTALS (Lines 0801 through 0803 plus 0898) (Line 8 above)				
2201.	Prepaid Expenses	2,000	2,000		
2202.	Security Deposit	7,700		7,700	7,700
2203.	Account Receivables- TCF Bank	9,815		9,815	
2298.	Summary of remaining write-ins for Line 22 from overflow page				
2299.	TOTALS (Lines 2201 through 2203 plus 2298) (Line 22 above)	19,515	2,000	17,515	7,700

(a) \$..... health care delivery assets included in Line 4.1, Column 3.

LIABILITIES, CAPITAL AND SURPLUS

		Current Period			Prior Year
		1 Covered	2 Uncovered	3 Total	4 Total
1.	Claims unpaid (less \$..... reinsurance ceded)	9,978		9,978	21,304
2.	Accrued medical incentive pool and bonus payments				
3.	Unpaid claims adjustment expenses				7,751
4.	Aggregate policy reserves				
5.	Aggregate claim reserves				
6.	Premiums received in advance				
7.	General expenses due or accrued	38,996		38,996	65,245
8.	Federal and foreign income tax payable and interest thereon (including \$..... on realized capital gains (losses) (including \$..... net deferred tax liability)	48,980		48,980	
9.	Amounts withheld or retained for account of others				
10.	Borrowed money (including \$..... current) and interest thereon \$..... (including \$..... current)				
11.	Amounts due to parent, subsidiaries and affiliates				29,000
12.	Payable for securities				
13.	Funds held under reinsurance treaties with (\$..... authorized reinsurers and \$..... unauthorized reinsurers)				
14.	Reinsurance in unauthorized companies				
15.	Net adjustments in assets and liabilities due to foreign exchange rates				
16.	Liability for amounts held under uninsured accident and health plans				
17.	Aggregate write-ins for other liabilities (including \$..... current)	3,020		3,020	3,020
18.	Total liabilities (Lines 1 to 17)	100,974		100,974	126,320
19.	Common capital stock	X X X	X X X	60,000	60,000
20.	Preferred capital stock	X X X	X X X		
21.	Gross paid in and contributed surplus	X X X	X X X	712,000	712,000
22.	Surplus notes	X X X	X X X		
23.	Aggregate write-ins for other surplus funds	X X X	X X X		
24.	Unassigned funds (surplus)	X X X	X X X	455,987	820,369
25.	Less treasury stock, at cost:	X X X	X X X		
25.1	..... shares common (value included in Line 19 \$.....)	X X X	X X X		
25.2	..... shares preferred (value included in Line 20 \$.....)	X X X	X X X		
26.	Total capital and surplus (Lines 19 to 24, Less 25)	X X X	X X X	1,227,987	1,592,369
27.	Total liabilities, capital and surplus (Lines 18 and 26)	X X X	X X X	1,328,961	1,718,689
DETAILS OF WRITE-INS					
1701.	Escheat Liability	3,020		3,020	3,020
1702.	.....			
1703.	.....			
1798.	Summary of remaining write-ins for Line 17 from overflow page				
1799.	TOTALS (Lines 1701 through 1703 plus 1798) (Line 17 above)	3,020		3,020	3,020
2301.	.....	X X X	X X X		
2302.	.....	X X X	X X X		
2303.	.....	X X X	X X X		
2398.	Summary of remaining write-ins for Line 23 from overflow page	X X X	X X X		
2399.	TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above)	X X X	X X X		

STATEMENT OF REVENUE AND EXPENSES

		Current Year to Date		Prior Year
		1	2	3
		Uncovered	Total	Total
1.	Member Months	X X X		
2.	Net premium income	X X X	175,900	79,375
3.	Change in unearned premium reserves and reserve for rate credits	X X X		
4.	Fee-for-service (net of \$..... medical expenses)	X X X		
5.	Risk revenue	X X X		
6.	Aggregate write-ins for other health care related revenues	X X X		
7.	TOTAL REVENUES (Lines 2 to 6)	X X X	175,900	79,375
Medical and Hospital:				
8.	Hospital/medical benefits			
9.	Other professional services		631	55,773
10.	Outside referrals		2,198	311,672
11.	Emergency room and out-of-area			21,288
12.	Prescription drugs			
13.	Aggregate write-ins for other medical and hospital			
14.	Incentive pool and withhold adjustments			
15.	Subtotal (Lines 8 to 14)		2,829	388,733
LESS:				
16.	Net reinsurance recoveries			
17.	Total medical and hospital (Lines 15 minus 16)		2,829	388,733
18.	Claims adjustment expenses		11,649	53,102
19.	General administrative expenses		148,506	672,849
20.	Increase in reserves for accident and health contracts			
21.	Total underwriting deductions (Lines 17 through 20)		162,984	1,114,684
22.	Net underwriting gain or (loss) (Lines 7 minus 21)	X X X	12,916	(1,035,309)
23.	Net investment income earned		(31,826)	85,702
24.	Net realized capital gains or (losses)			(94,404)
25.	Net investment gains or (losses) (Lines 23 plus 24)		(31,826)	(8,702)
26.	Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$.....), (amount charged off \$.....)]			
27.	Aggregate write-ins for other income or expenses	5,618	5,618	
28.	Net income or (loss) before federal income taxes (Lines 22 plus 25 plus 26 plus 27)	5,618	(13,292)	(1,044,011)
29.	Federal and foreign income taxes incurred	X X X		(277,763)
30.	Net income (loss) (Lines 28 minus 29)	X X X	(13,292)	(766,248)
DETAILS OF WRITE-INS				
0601.	.....	X X X		
0602.	.....	X X X		
0603.	.....	X X X		
0698.	Summary of remaining write-ins for Line 6 from overflow page	X X X		
0699.	TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above)	X X X		
1301.	.....		
1302.	.....		
1303.	.....		
1398.	Summary of remaining write-ins for Line 13 from overflow page			
1399.	TOTALS (Lines 1301 through 1303 plus 1398) (Line 13 above)			
2701.	Other Income	5,618	5,618	
2702.	.....		
2703.	.....		
2798.	Summary of remaining write-ins for Line 27 from overflow page			
2799.	TOTALS (Lines 2701 through 2703 plus 2798) (Line 27 above)	5,618	5,618	

STATEMENT OF REVENUE AND EXPENSES (Continued)

		1	2
		Current Year to Date	Prior Year
CAPITAL & SURPLUS ACCOUNT			
31.	Capital and surplus prior reporting year	1,592,369	1,410,970
GAINS AND LOSSES TO CAPITAL & SURPLUS			
32.	Net income or (loss) from Line 30	(13,292)	(766,248)
33.	Change in valuation basis of aggregate policy and claim reserves		
34.	Net unrealized capital gains and losses	(75,062)	32,106
35.	Change in net unrealized foreign exchange capital gain or (loss)		
36.	Change in net deferred income tax		
37.	Change in nonadmitted assets	(276,092)	110,132
38.	Change in unauthorized reinsurance		
39.	Change in treasury stock		
40.	Change in surplus notes		
41.	Cumulative effect of changes in accounting principles		
42.	Capital Changes:		
42.1	Paid in		672,000
42.2	Transferred from surplus (Stock Dividend)		
42.3	Transferred to surplus		
43.	Surplus adjustments:		
43.1	Paid in		
43.2	Transferred to capital (Stock Dividend)		
43.3	Transferred from capital		
44.	Dividends to stockholders		
45.	Aggregate write-ins for gains or (losses) in surplus	64	133,409
46.	Net change in capital and surplus (Lines 32 to 45)	(364,382)	181,399
47.	Capital and surplus end of reporting period (Line 31 plus 46)	1,227,987	1,592,369
DETAILS OF WRITE-INS			
4501.	Correction of prior year information	64	133,409
4502	.....	
4503	.....	
4598.	Summary of remaining write-ins for Line 45 from overflow page		
4599.	TOTALS (Lines 4501 through 4503 plus 4598) (Line 45 above)	64	133,409

CASH FLOW

		1	2
		Current	Prior
		Year To Date	Year
Cash from Operations			
1.	Premiums and revenues collected net of reinsurance	175,900	
2.	Claims and claims adjustment expenses	14,478	644,957
3.	General administrative expenses paid	148,506	723,522
4.	Other underwriting income (expenses)		589,171
5.	Cash from underwriting (Line 1 minus Line 2 minus Line 3 plus Line 4)	12,916	(779,308)
6.	Net investment income	(31,826)	20,953
7.	Other income (expenses)	5,618	(19,388)
8.	Federal and foreign income taxes (paid) recovered	(48,983)	
9.	Net cash from operations (Lines 5 to 8)	(62,275)	(777,743)
Cash from Investments			
10.	Proceeds from investments sold, matured or repaid:		
10.1	Bonds		
10.2	Stocks	18,002	
10.3	Mortgage loans		
10.4	Real estate		
10.5	Other invested assets		
10.6	Net gains or (losses) on cash and short-term investments		
10.7	Miscellaneous proceeds		54,834
10.8	TOTAL investment proceeds (Lines 10.1 to 10.7)	18,002	54,834
11.	Cost of investments acquired (long-term only):		
11.1	Bonds		
11.2	Stocks	15,368	
11.3	Mortgage loans		
11.4	Real estate		474,922
11.5	Other invested assets		
11.6	Miscellaneous applications	25,446	
11.7	TOTAL investments acquired (Lines 11.1 to 11.6)	40,814	474,922
12.	Net cash from investments (Line 10.8 minus Line 11.7)	(22,812)	(420,088)
Cash from Financing and Miscellaneous Sources			
13.	Cash provided:		
13.1	Surplus notes, capital and surplus paid in		665,000
13.2	Net transfers from affiliates		
13.3	Borrowed funds received		
13.4	Other cash provided	5,818	111,753
13.5	TOTAL (Lines 13.1 to 13.4)	5,818	776,753
14.	Cash applied:		
14.1	Dividends to stockholders paid		
14.2	Net transfers to affiliates		
14.3	Borrowed funds repaid		
14.4	Other applications	9,815	54,758
14.5	TOTAL (Lines 14.1 to 14.4)	9,815	54,758
15.	Net cash from financing and miscellaneous sources (Line 13.5 minus Line 14.5)	(3,997)	721,995
RECONCILIATION OF CASH AND SHORT-TERM INVESTMENTS			
16.	Net change in cash and short-term investments (Line 9 plus Line 12 plus Line 15)	(89,084)	(475,836)
17.	Cash and short-term investments:		
17.1	Beginning of period	206,614	682,449
17.2	End of period (Line 16 plus Line 17.1)	117,530	206,613

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year										
2. First Quarter										
3. Second Quarter										
4. Third Quarter										
5. Current Year										
6. Current Year Member Months										
Total Member Ambulatory Encounters for Period:										
7. Physician										
8. Non-Physician										
9. Total										
10. Hospital Patient Days Incurred										
11. Number of Inpatient Admissions										
12. Premiums Collected										
13. Premiums Earned										
14. Amount Paid for Provision of Health Care Services	2,829								2,829	
15. Amount Incurred for Provision of Health Care Services										

CLAIMS PAYABLE (Reported and Unreported)

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 days	6 Over 120 Days	7 Total
Individually Listed Claims Payable						
.....
0199999 Individually Listed Claims Payable
0299999 Aggregate Accounts Not Individually Listed - Uncovered
0399999 Aggregate Accounts Not Individually Listed - Covered
0499999 Subtotals
0599999 Unreported claims and other claim reserves						9,978
0699999 Total Amounts Withheld						
0799999 Total Claims Payable						9,978
0899999 Accrued Medical Incentive Pool						

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

Line of Business		Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1+3)	6 Estimated Claim Reserve and Claim Liability Dec.31 of Prior Year
		1	2	3	4		
		On Claims Incurred Prior to January 1 of Current Year	On Claims Incurred During the Year	On Claims Unpaid Dec.31 of Prior Year	On Claims Incurred During the Year		
1.	Comprehensive (Hospital & Medical) .....	.....	.....	.....	.....	.....	.....
2.	Medicare Supplement .....	.....	.....	.....	.....	.....	.....
3.	Dental only .....	.....	.....	.....	.....	.....	.....
4.	Vision only .....	.....	.....	.....	.....	.....	.....
5.	Federal Employees Health Benefits Plan Premiums ..	.....	.....	.....	.....	.....	.....
6.	Title XVIII - Medicare .....	.....	.....	.....	.....	.....	.....
7.	Title XIX - Medicaid .....	.....	.....	9,978	.....	9,978	.....
8.	Other .....	.....	.....	.....	.....	.....	.....
9.	Subtotal .....	.....	.....	9,978	.....	9,978	.....
10.	Medical incentive pools, accruals and disbursements ..	.....	.....	.....	.....	.....	.....
11.	TOTALS .....	.....	.....	9,978	.....	9,978	.....

Notes to Financial Statement

ProCare Health Plan, Inc. did not have any HMO business for the 1st Quarter 2002.

GENERAL INTERROGATORIES

(Responses to these interrogatories should be based on changes that have occurred since the prior year end unless otherwise noted)

PART 1 - COMMON INTERROGATORIES
GENERAL

- 1.1 Did the reporting entity implement any significant accounting policy changes which would require disclosure in the Notes to the Financial Statements?

Yes[] No[X]
- 1.2 If yes, explain:
- 2.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes[] No[X]
- 2.2 If yes, has the report been filed with the domiciliary state?

Yes[] No[X]
- 3.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes[] No[X]
- 3.2 If yes, date of change:
If not previously filed, furnish herewith a certified copy of the instrument as amended.
4. Have there been any substantial changes in the organizational since the prior quarter end?
If yes attach an organizational chart.

Yes[] No[X]
- 5.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes[] No[X]
- 5.2 If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1	2	3
Name of Entity	NAIC Company Code	State of Domicile
.....

6. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?
If yes, attach an explanation.

Yes[] No[X] N/A[]
- 7.1 State as of what date the latest financial examination of the reporting entity was made or is being made.
- 7.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.
- 7.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).
- 7.4 By what department or departments?
- 8.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? (You need not report an action, either formal or informal, if a confidentiality clause is part of the agreement.)

Yes[] No[X]
- 8.2 If yes, give full information

GENERAL INTERROGATORIES (continued)

(Responses to these interrogatories should be based on changes that have occurred since prior year end unless otherwise noted.)

INVESTMENT

- 9.1

Has there been any changes in the reporting entity's own preferred or common stock?

Yes[] No[X]
- 9.2

If yes, explain:
- 10.1

Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)

Yes[] No[X]
- 10.2

If yes, give full and complete information relating thereto:
11.

Amount of real estate and mortgages held in other invested assets in Schedule BA:

\$
12.

Amount of real estate and mortgages held in short-term investments:

\$
- 13.1

Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes[] No[X]
- 13.2

If yes, please complete the following:

	1 Prior Year-End Statement Value	2 Current Quarter Statement Value
13.21 Bonds		
13.22 Preferred Stock		
13.23 Common Stock		
13.24 Short-Term Investments		
13.25 Mortgages, Loans or Real Estate		
13.26 All Other		
13.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 13.21 to 13.26)		
13.28 Total Investment in Parent included in Lines 13.21 to 13.26 above		
13.29 Receivable from Parent not included in Lines 13.21 to 13.26 above		

- 14.1

Does the reporting entity have any hedging transactions reported in Schedule DB?

Yes[] No[X]
- 14.2

If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?
If no, attach a description with this statement.

Yes[] No[X]
15.

Excluding items in Schedule E, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Part 1 - General, Section IV, H-Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook?

Yes[] No[X]
- 15.1

For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address

- 15.2

For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)

- 15.3

Have there been any changes, including name changes, in the custodian(s) identified in 15.1 during the current year?

Yes[] No[X]
- 15.4

If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason

- 15.5

Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address

SCHEDULE A - VERIFICATION

		1	2	3	4
		First Quarter Current Year	Second Quarter Current Year	Third Quarter Current Year	Prior Year Ended December 31
1.	Book/adjusted carrying value, beginning of period	710,581	706,384		710,581
2.	Increase (decrease) by adjustment	(4,197)	(1,311)		
3.	Cost of acquired				
4.	Cost of additions to and permanent improvements				
5.	Total profit (loss) on sales				
6.	Increase (decrease) by foreign exchange adjustment				
7.	Amount received on sales				
8.	Book/adjusted carrying value at end of current period	706,384	705,073		710,581
9.	Total valuation allowance				
10.	Subtotal (Lines 8 plus 9)	706,384	705,073		710,581
11.	Total nonadmitted amounts				
12.	Statement value, current period (Page 2, real estate lines, current period)	706,384	705,073		710,581

SCHEDULE B - VERIFICATION

		1	2	3	4
		First Quarter Current Year	Second Quarter Current Year	Third Quarter Current Year	Prior Year Ended December 31
1.	Book/recorded investment excluding accrued interest on mortgages owned, beginning of period				
2.	Amount loaned during period:				
2.1	Actual cost at time of acquisitions				
2.2	Additional investment made after acquisitions				
3.	Accrual of discount and mortgage interest points and commitment fees				
4.	Increase (decrease) by adjustment				
5.	Total profit (loss) on sale				
6.	Amounts paid on account or in full during the period				
7.	Amortization of premium				
8.	Increase (decrease) by foreign exchange adjustment				
9.	Book value/recorded investment excluding accrued interest on mortgages owned at end of current period				
10.	Total valuation allowance				
11.	Subtotal (Lines 9 plus 10)				
12.	Total nonadmitted amounts				
13.	Statement value of mortgages owned at end of current period				

SCHEDULE BA - VERIFICATION

Other Invested Assets Included in Schedule BA

		1	2	3	4
Description		First Quarter Current Year	Second Quarter Current Year	Third Quarter Current Year	Prior Year Ended December 31
1.	Book/adjusted carrying value of long-term invested assets owned, beginning of period				
2.	Cost of acquisitions during period:				
2.1	Actual cost at time of acquisitions				
2.2	Additional investment made after acquisitions				
3.	Accrual of discount				
4.	Increase (decrease) by adjustment				
5.	Total profit (loss) on sale				
6.	Amounts paid on account or in full during the period				
7.	Amortization of premium				
8.	Increase (decrease) by foreign exchange adjustment				
9.	Book/adjusted carrying value of long-term invested assets at end of current period				
10.	Total valuation allowance				
11.	Subtotal (Lines 9 plus 10)				
12.	Total nonadmitted amounts				
13.	Statement value of long-term invested assets at end of current period				

14 Schedule D Part 1B NONE

15 Schedule DA Part 1. NONE

15 Schedule DA Part 2 Verification NONE

16 Schedule DB Part F Section 1 NONE

17 Schedule DB Part F Section 2 NONE

18 Schedule S Ceded Reinsurance NONE

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Allocated by States and Territories

State, Etc.			1 Guaranty Fund (Yes or No)	2 Is Insurer Licensed (Yes or No)	Direct Business Only Year-to-Date			
					3 Premiums	4 Medicare Title XVIII	5 Medicaid Title XIX	6 Federal Employees Health Benefits Program Premiums
1.	Alabama	AL	.. No ..	.. No ..				
2.	Alaska	AK	.. No ..	.. No ..				
3.	Arizona	AZ	.. No ..	.. No ..				
4.	Arkansas	AR	.. No ..	.. No ..				
5.	California	CA	.. No ..	.. No ..				
6.	Colorado	CO	.. No ..	.. No ..				
7.	Connecticut	CT	.. No ..	.. No ..				
8.	Delaware	DE	.. No ..	.. No ..				
9.	District of Columbia	DC	.. No ..	.. No ..				
10.	Florida	FL	.. No ..	.. No ..				
11.	Georgia	GA	.. No ..	.. No ..				
12.	Hawaii	HI	.. No ..	.. No ..				
13.	Idaho	ID	.. No ..	.. No ..				
14.	Illinois	IL	.. No ..	.. No ..				
15.	Indiana	IN	.. No ..	.. No ..				
16.	Iowa	IA	.. No ..	.. No ..				
17.	Kansas	KS	.. No ..	.. No ..				
18.	Kentucky	KY	.. No ..	.. No ..				
19.	Louisiana	LA	.. No ..	.. No ..				
20.	Maine	ME	.. No ..	.. No ..				
21.	Maryland	MD	.. No ..	.. No ..				
22.	Massachusetts	MA	.. No ..	.. No ..				
23.	Michigan	MI	.. No ..	.. No ..			175,900	
24.	Minnesota	MN	.. No ..	.. No ..				
25.	Mississippi	MS	.. No ..	.. No ..				
26.	Missouri	MO	.. No ..	.. No ..				
27.	Montana	MT	.. No ..	.. No ..				
28.	Nebraska	NE	.. No ..	.. No ..				
29.	Nevada	NV	.. No ..	.. No ..				
30.	New Hampshire	NH	.. No ..	.. No ..				
31.	New Jersey	NJ	.. No ..	.. No ..				
32.	New Mexico	NM	.. No ..	.. No ..				
33.	New York	NY	.. No ..	.. No ..				
34.	North Carolina	NC	.. No ..	.. No ..				
35.	North Dakota	ND	.. No ..	.. No ..				
36.	Ohio	OH	.. No ..	.. No ..				
37.	Oklahoma	OK	.. No ..	.. No ..				
38.	Oregon	OR	.. No ..	.. No ..				
39.	Pennsylvania	PA	.. No ..	.. No ..				
40.	Rhode Island	RI	.. No ..	.. No ..				
41.	South Carolina	SC	.. No ..	.. No ..				
42.	South Dakota	SD	.. No ..	.. No ..				
43.	Tennessee	TN	.. No ..	.. No ..				
44.	Texas	TX	.. No ..	.. No ..				
45.	Utah	UT	.. No ..	.. No ..				
46.	Vermont	VT	.. No ..	.. No ..				
47.	Virginia	VA	.. No ..	.. No ..				
48.	Washington	WA	.. No ..	.. No ..				
49.	West Virginia	WV	.. No ..	.. No ..				
50.	Wisconsin	WI	.. No ..	.. No ..				
51.	Wyoming	WY	.. No ..	.. No ..				
52.	American Samoa	AS	.. No ..	.. No ..				
53.	Guam	GU	.. No ..	.. No ..				
54.	Puerto Rico	PR	.. No ..	.. No ..				
55.	U.S. Virgin Islands	VI	.. No ..	.. No ..				
56.	Canada	CN	.. No ..	.. No ..				
57.	Aggregate other alien	OT	.. X X X ..	.. X X X ..				
58.	TOTAL (Direct Business)		.. X X X ..	(a).....			175,900	
DETAILS OF WRITE-INS								
5701			.. X X X ..	.. X X X ..				
5702			.. X X X ..	.. X X X ..				
5703			.. X X X ..	.. X X X ..				
5798.	Summary of remaining write-ins for Line 57 from overflow page		.. X X X ..	.. X X X ..				
5799.	TOTALS (Lines 5701 through 5703 plus 5798) (Line 57 above)		.. X X X ..	.. X X X ..				

(a) Insert the number of yes responses except for Canada and Other Alien.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

All insurer members of a Holding Company Group that has acquired and/or disposed of any domestic insurer (s) since filing the last annual or quarterly statement shall prepare a common schedule for inclusion in each of the individual quarterly statements

PART 1 - ORGANIZATIONAL CHART

20

Augustine Kole-James

Sole Shareholder
ProCare Health Plan, Inc
Michigan for Profit Corporation

General Partner
AREWA FLP
Michigan Partners

Sole Shareholder
Augustine Kole-James, Pharm D., MD
d/b/a Professional Medical Center
Michigan Professional Corporation

**SUPPLEMENTAL EXHIBITS AND SCHEDULES
INTERROGATORIES**

RESPONSES

1. Will the SVO Compliance Certification be filed with this statement?

No

Explanation:

Bar Code:



OVERFLOW PAGE FOR WRITE-INS

ASSETS

	Current Period			Prior Year
	1	2	3	4
	Assets	Nonadmitted Assets	Net Admitted Assets	Net Admitted Assets
0897. Summary of remaining write-ins for Line 8 (Lines 0804 through 0896)
2204.
2205.
2297. Summary of remaining write-ins for Line 22 (Lines 2204 through 2296)

STATEMENT OF REVENUE AND EXPENSES

	Current Year to Date		Prior Year
	1	2	3
	Uncovered	Total	Total
0604. ....	..... X X X .....	.....	.....
0605. ....	..... X X X .....	.....	.....
0606. ....	..... X X X .....	.....	.....
0697. Summary of remaining write-ins for Line 6 (Lines 0604 through 0696) .....	..... X X X .....	.....	.....

E01 Schedule A Part 2. NONE

E01 Schedule A Part 3. NONE

E02 Schedule B Part 1. NONE

E02 Schedule B Part 2. NONE

E03 Schedule BA Part 1. NONE

E03 Schedule BA Part 2 NONE

SCHEDULE D - PART 3
Showing All Long-Term Bonds and Stocks ACQUIRED During Current Quarter

1	2	3	4	5	6	7	8	9
CUSIP Identification	Description	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation (a)
6099998	Summary Item for Bonds Bought and Sold This Quarter							
6599998	Summary Item for Preferred Stock Bought and Sold This Quarter							
Common Stock - Industrial and Miscellaneous								
782493860	Frank Russell #749	04/26/2002	Citizens	144.814	3,392	X X X		uz
922031844	Vanguard Admiral	04/26/2002	Citizens	408.000	4,292	X X X		uz
6899999	Subtotal - Common Stock - Industrial and Miscellaneous				7,684	X X X		
7099997	Subtotal - Common Stock - Part 3				7,684	X X X		
7099998	Summary Item for Common Stock Bought and Sold This Quarter					X X X		
7099999	Subtotal - Common Stock				7,684	X X X		
7199999	Subtotal - Preferred and Common Stock				7,684	X X X		
7299999	Total - Bonds, Preferred and Common Stock				7,684	X X X		

(a) For all common stock bearing the NAIC designation "U" provide: the number of such issues

SCHEDULE D - PART 4

Showing All Long-Term Bonds and Stocks Sold, Redeemed, or Otherwise Disposed of
by the Company During the Current Quarter

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17
CUSIP Identification	Description	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Book/Adjusted Carrying Value at Disposal Date	Increase (Decrease) by Adjustment	Increase (Decrease) by Foreign Exchange Adjustment	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) On Disposal	Interest on Bonds Received During Year	Dividends on Stocks Received During Year	NAIC Desig- nation (a)
6099998	Summary Item for Bonds Bought and Sold This Quarter														X X X	X X X
6599998	Summary Item for Preferred Stock Bought and Sold This Quarter													X X X		X X X
Common Stock - Industrial and Miscellaneous																
315805606	Fedeliity Advisor	04/26/2002	Citizens	84.000	1,617	X X X	1,477	1,617				140	140	X X X		
068310408	Axa Rosenberg	04/26/2002	Citizens	257.000	2,957	X X X	2,545	2,957				412	412	X X X		
411511306	Harbor FD Intl	04/26/2002	Citizens	125.000	3,925	X X X	3,603	3,925				322	322	X X X		
413838608	Harris Association	04/26/2002	Citizens	18.000	502	X X X	498	502				4	4	X X X		
6899999	Subtotal - Common Stock - Industrial and Miscellaneous				9,001	X X X	8,123	9,001				878	878	X X X		X X X
7099997	Subtotal - Common Stock - Part 4				9,001	X X X	8,123	9,001				878	878	X X X		X X X
7099998	Summary Item for Common Stock Bought and Sold This Quarter					X X X								X X X		X X X
7099999	Subtotal - Common Stock				9,001	X X X	8,123	9,001				878	878	X X X		X X X
7199999	Subtotal - Preferred and Common Stock				9,001	X X X	8,123	9,001				878	878	X X X		X X X
7299999	Total - Bonds, Preferred and Common Stock				9,001	X X X	8,123	9,001				878	878			X X X

(a) For all common stock bearing the NAIC designation "U" provide: the number of such issues

E06 Schedule DB Part A Section 1..... NONE

E06 Schedule DB Part B Section 1..... NONE

E07 Schedule DB Part C Section 1..... NONE

E07 Schedule DB Part D Section 1..... NONE

SCHEDULE E - PART 1 - CASH

Month End Depository Balances									
1			2	3	4	Book Balance at End of Each Month During Current Quarter			8
Depository			Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	5	6	7	*
						First Month	Second Month	Third Month	
open depositories									
Cash Disbursement	Citizen Bank		1.290			(64,750)	(73,669)	(51,392)	
Saving	Citizen Bank		0.500	454		125,204	204,984	168,922	
Saving	TCF Bank		0.500	7		9,812			
0199998 Deposits in depositories which do not exceed the allowable limit in any one depository (See Instructions) - open depositories			X X X						
0199999 Totals - Open Depositories			X X X	461		70,266	131,315	117,530	
0299998 Deposits in depositories which do not exceed the allowable limit in any one depository (See Instructions) - suspended depositories			X X X						
0299999 Totals - Suspended Depositories			X X X						
0399999 Total Cash On Deposit			X X X	461		70,266	131,315	117,530	
0499999 Cash in Company's Office			X X X	X X X	X X X				
0599999 Total Cash			X X X	461		70,266	131,315	117,530	

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